

RECORDATION NO

28248

FILED

DEC 30 '09

9-00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 30, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract C-7730 Rider 80

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: BASF Catalysts LLC  
25 Middlesex/Essex Turnpike  
Iselin, NJ 08830-0770]

Section Chief  
December 29, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

63 railcars: SHPX 454710 - SHPX 454772.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem  
Enclosures

DEC 30 '09

9-00 AM

**MEMORANDUM OF LEASE**

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to BASF Catalysts LLC, a Delaware Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: \_\_\_\_\_

*Umesh Choksi*

Name: Umesh Choksi

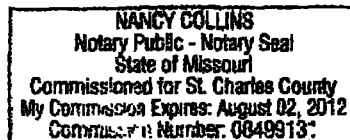
Title: CFO & Treasurer

STATE OF MISSOURI )

) ss.:

COUNTY OF ST. CHARLES )

On this 18<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



*Nancy Collins*  
Notary Public

My commission expires on 8/2/2012

## Schedule A

### Equipment

#### BASF Catalysts LLC

Contract C-7730 rider 80 dated 7/2/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454710
	Hopper	SHPX	454711
	Hopper	SHPX	454712
	Hopper	SHPX	454713
	Hopper	SHPX	454714
	Hopper	SHPX	454715
	Hopper	SHPX	454716
	Hopper	SHPX	454717
	Hopper	SHPX	454718
	Hopper	SHPX	454719
	Hopper	SHPX	454720
	Hopper	SHPX	454721
	Hopper	SHPX	454722
	Hopper	SHPX	454723
	Hopper	SHPX	454724
	Hopper	SHPX	454725
	Hopper	SHPX	454726
	Hopper	SHPX	454727
	Hopper	SHPX	454728
	Hopper	SHPX	454729
	Hopper	SHPX	454730
	Hopper	SHPX	454731
	Hopper	SHPX	454732
	Hopper	SHPX	454733
	Hopper	SHPX	454734
	Hopper	SHPX	454735
	Hopper	SHPX	454736
	Hopper	SHPX	454737
	Hopper	SHPX	454738
	Hopper	SHPX	454739
	Hopper	SHPX	454740
	Hopper	SHPX	454741
	Hopper	SHPX	454742
	Hopper	SHPX	454743

## Schedule A

### Equipment

#### BASF Catalysts LLC

Contract C-7730 rider 80

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454744
	Hopper	SHPX	454745
	Hopper	SHPX	454746
	Hopper	SHPX	454747
	Hopper	SHPX	454748
	Hopper	SHPX	454749
	Hopper	SHPX	454750
	Hopper	SHPX	454751
	Hopper	SHPX	454752
	Hopper	SHPX	454753
	Hopper	SHPX	454754
	Hopper	SHPX	454755
	Hopper	SHPX	454756
	Hopper	SHPX	454757
	Hopper	SHPX	454758
	Hopper	SHPX	454759
	Hopper	SHPX	454760
	Hopper	SHPX	454761
	Hopper	SHPX	454762
	Hopper	SHPX	454763
	Hopper	SHPX	454764
	Hopper	SHPX	454765
	Hopper	SHPX	454766
	Hopper	SHPX	454767
	Hopper	SHPX	454768
	Hopper	SHPX	454769
	Hopper	SHPX	454770
	Hopper	SHPX	454771
	Hopper	SHPX	454772

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/30/09



\_\_\_\_\_  
Robert W. Alvord